

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Targa Resources Investments Inc.</u> <hr/> (Last) (First) (Middle) 1000 LOUISIANA, SUITE 4300 <hr/> (Street) HOUSTON TX 77002 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Targa Resources Partners LP [NGLS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 04/14/2010	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Units representing limited partner interests	04/14/2010		S		8,500,000	D	\$27.5	11,555,846	I	See footnote ⁽¹⁾⁽²⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person*
Targa Resources Investments Inc.

 (Last) (First) (Middle)
 1000 LOUISIANA, SUITE 4300

 (Street)
 HOUSTON TX 77002

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Targa Resources Investments Sub Inc.

 (Last) (First) (Middle)
 1000 LOUISIANA, SUITE 4300

 (Street)
 HOUSTON TX 77002

 (City) (State) (Zip)

1. Name and Address of Reporting Person*

[Targa Resources, Inc.](#)

(Last) (First) (Middle)
1000 LOUISIANA, SUITE 4300

(Street)
HOUSTON TX 77002

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Targa Resources LLC](#)

(Last) (First) (Middle)
1000 LOUISIANA, SUITE 4300

(Street)
HOUSTON TX 77002

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Targa Resources II LLC](#)

(Last) (First) (Middle)
1000 LOUISIANA, SUITE 4300

(Street)
HOUSTON TX 77002

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Targa Resources Holdings GP LLC](#)

(Last) (First) (Middle)
1000 LOUISIANA, SUITE 4300

(Street)
HOUSTON TX 77002

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Targa Resources Holdings LP](#)

(Last) (First) (Middle)
1000 LOUISIANA, SUITE 4300

(Street)
HOUSTON TX 77002

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
Targa Midstream GP LLC		
(Last)	(First)	(Middle)
1000 LOUISIANA, SUITE 4300		
(Street)		
HOUSTON	TX	77002
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
Targa Midstream Services Limited Partnership		
(Last)	(First)	(Middle)
1000 LOUISIANA, SUITE 4300		
(Street)		
HOUSTON	TX	77002
(City) (State) (Zip)		

Explanation of Responses:

1. Targa GP Inc. ("GP Inc.") and Targa LP Inc. ("LP Inc.") are the beneficial owners of 9,626,129 and 1,929,717 common units, respectively, of the Issuer. Targa Midstream Services Limited Partnership ("TMSLP") owns 100% of GP Inc. and LP Inc. Targa Resources Holdings LP ("Holdings") owns a 96.6126% limited partner interest in TMSLP and Targa Midstream GP LLC ("Midstream GP") owns a 3.3874% general partner interest in TMSLP. Holdings owns 100% of Midstream GP. Targa Resources II LLC ("Resources II") owns a 99% limited partner interest in Holdings and Targa Resources Holdings GP LLC ("Holdings GP") owns a 1% general partner interest in Holdings. Targa Resources LLC ("Resources") owns 100% of Resources II and Holdings GP. Targa Resources, Inc. ("Targa") owns 100% of Resources. Targa Resources Investments Sub Inc. ("Investments Sub") owns 100% of Targa. Targa Resources Investments Inc. ("Targa Investments") owns 100% of Investments Sub.

2. TMSLP, Holdings, Midstream GP, Resources II, Holdings GP, Resources, Targa, Investments Sub and Targa Investments may be deemed to beneficially own all of the reported securities. GP Inc. and LP Inc. hold, in the aggregate, 17.0% of the limited partner interest in the Issuer.

Remarks:

This report is being filed concurrently with a Form 4 that relates to the same transaction filed on the date hereof by Targa LP Inc., who is a joint filer with the entities filing this report. Following the reported transaction, LP Inc. owns 1,929,717 common units.

[/s/ Paul W. Chung, EVP,
General Counsel and Secretary
of Targa Resources
Investments Inc. 04/15/2010](#)

[/s/ Paul W. Chung, EVP,
General Counsel and Secretary
of Targa Resources
Investments Sub Inc. 04/15/2010](#)

[/s/ Paul W. Chung, EVP,
General Counsel and Secretary
of Targa Resources, Inc. 04/15/2010](#)

[/s/ Paul W. Chung, EVP,
General Counsel and Secretary
of Targa Resources LLC 04/15/2010](#)

[/s/ Paul W. Chung, EVP,
General Counsel and Secretary
of Targa Resources II LLC 04/15/2010](#)

[/s/ Paul W. Chung, EVP,
General Counsel and Secretary
of Targa Resources Holdings
GP LLC 04/15/2010](#)

[/s/ Paul W. Chung, EVP,
General Counsel and Secretary
of Targa Resources Holdings
LP 04/15/2010](#)

[/s/ Paul W. Chung, EVP,
General Counsel and Secretary
of Targa Midstream GP LLC 04/15/2010](#)

[/s/ Paul W. Chung, EVP,
General Counsel and Secretary
of Targa Midstream Services
Limited Partnership 04/15/2010](#)

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.